

Notice of Annual General Meeting

**Upper Yarra Community Enterprise Ltd
A.B.N. 54 090 252 627
To be held at 7.00pm on Wednesday 20th November 2024
at Warburton Golf & Sports Club**

Agenda

1. Welcome
2. Apologies
3. Presentation Ian De La Rue Youth Initiative Award 2024
4. Reports
 - a. Chair's Address
 - b. Senior Bank Branch Manager's Address
 - c. Bendigo Bank Address

5. Ordinary Business

a. Receipt of Annual Report 2024

To receive the company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2024.

An opportunity will be provided to ask questions of the 2024 Annual report at this point, to assist with the efficient operation of the meeting written questions prior to the meeting are preferred.

b. Election of Directors

To consider, and if thought fit, to pass each of the following resolutions.

Two Directors (i & ii) retire by rotation in accordance with the constitution of the company, and being eligible, offers themselves for re-election.

- i. That **Sally Brennan** be re-elected as a director of the company for a 3-year term
- ii. That **Elizabeth Fox** be re-elected as a director of the company for a 3-year term

c. Chair Remuneration

Given the pending retirement of the Managing Director it is proposed to create an honorarium for the Company Chair (as a Non-Executive Director). This requires a resolution at a general meeting under clause 53 (1) of the constitution.

"That under Clause 53(1) of the constitution a provision be made of a maximum \$26,000 per annum (pro rata) as an honorarium for the Company Chair".

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d. Item of Special Business - Mission Statement

To consider, and if thought fit, approve and adopt the Upper Yarra Community Enterprises Limited's Mission Statement.

- I. Upper Yarra Community Enterprise Limited's mission is to be a substantial, sustainable community-built business that contributes to community prosperity.**
- II. Whilst Upper Yarra Community Enterprise Limited operates as a social enterprise and maintains its certification with Social Traders, in distributing dividends in any 12-month period, the distribution for the period must not exceed an amount equivalent to or more than the verified public or community benefit (which is accepted by Social Traders) and/or otherwise must meet the relevant certification criteria of Social Traders.**
- III. Any changes to or repudiation of this mission statement requires the passing of a special resolution by shareholders.**

6. Questions without notice

7. Meeting close

Attendees invited to Light Refreshments at conclusion

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Attending the meeting

All shareholders may attend the Annual General Meeting.

Joint holders:

In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

Proxy:

If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy. Proxies must be received by the company **no later than MIDDAY on Tuesday 19 November 2024** before the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

A Proxy form may be lodged in any of the following ways:

Electronic	Email to chair@upperyarra.net.au
Hand Delivered	Warburton Office at 3399 Warburton Highway Warburton or the Community Bank Yarra Junction Shop 1 2453 Warburton Highway Yarra Junction
Post	To the company's registered office UYCE Ltd PO Box 434, Warburton VIC 3799

Corporate shareholder:

A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The company requires written evidence of a representative's appointment to be given to the company before the meeting.

Voting rights:

Each shareholder is, or joint shareholders are, entitled to one vote. For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as members as at 01 October 2024.

By order of the Board



Rodney McKail
Company Secretary
Upper Yarra Community Enterprise Ltd